

THE COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

of

IRISH GEORGIAN FOUNDATION

(As amended by Special Resolution passed on 19th September 2016, and on 23rd September 2019)

Incorporated on the 27th day of August 1970

THE COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

-of-

IRISH GEORGIAN FOUNDATION MEMORANDUM OF ASSOCIATION

(As amended by Special Resolution passed on XX¹ September 2016)

1. Name

The name of the Company (hereinafter called the "Company") is "IRISH GEORGIAN FOUNDATION".

2. Company Type

The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

3. Main Objects

The main objects for which the Company is established are:

- (i) to promote and further the advancement of education in the fine arts in Ireland;
- (ii) to promote and further the advancement of education in the fine arts in Ireland, to stimulate public appreciation of and research into Georgian architecture, other forms of architecture and town planning; and
- (iii) to promote and further the advancement of education in the fine arts in Ireland, to maintain and preserve Georgian and other buildings of special architectural merit.

4. Powers

The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Objects and which powers may only be exercised in promoting the main objects. Any income generated by the exercise of these powers is to be applied to the promotion of the main objects.

- 4.1 To establish and carry on schools and other places of education in the fine arts in Ireland.
- 4.2 To endow, finance, support and assist the establishment, carrying on and maintenance of schools and other places of education in the fine arts in Ireland and to provide funds and other facilities and assistance for the purpose of the establishment, carrying on and maintenance of such schools and places of education in the fine arts including the provision of or contribution towards the provision of services, land, buildings, equipment or amenities for the purpose of education in the fine arts PROVIDED ALWAYS that every such school or place of education is established and carried on under a trust for charitable purposes only or by a body of persons whether corporate or not corporate established for charitable

¹ Insert date of Special Resolution before filing with the Companies Registration Office.

purposes only, and that the capital, income and profits, if any, of such trust or body of persons are applicable and applied for charitable purposes only.

- 4.3 To provide and make or contribute to education, scholarships, grants and awards for the purpose of enabling or facilitating students and pupils to receive education in the fine arts at or in connection with any school or other place of education in Ireland or elsewhere and to award premiums and prizes for outstanding contributions to the fine arts.
- 4.4 To provide and make grants for the purpose of the maintenance and preservation of Georgian and other buildings of special architectural merit.
- 4.5 To stimulate public interest in the fine arts and to that end to promote the knowledge, appreciation and practice of the fine arts and to lend for educational purposes (whether for private or public exhibition or otherwise) any object of art or craft in its possession, due regard being had to travel, climatic, security or other risks arising out of such loans and the borrowers or the organisers of such educational undertaking or exhibitions giving appropriate guarantees in writing regarding the care and insurance of such object.
- 4.6 To raise and accumulate funds and income and to receive subscriptions and donations.
- 4.7 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Objects and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- 4.8 To undertake, finance and assist in research in Ireland into the practice and history of the fine arts.
- 4.9 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 4.10 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 4.11 Generally to purchase, take on lease or exchange or otherwise acquire any real or personal property and rights or privileges.
- 4.12 To sell, lease or otherwise deal with or dispose of the whole or part of the property or assets of the Company.
- 4.13 To promote subsidiary charitable companies with main objects associated with those of the Company or the property of the Company and to subscribe for and hold capital to be devoted to the Company.
- 4.14 To amalgamate with or acquire or undertake all or any of the property, liabilities and engagements of any charitable body having main objects wholly similar to those of the Company.
- 4.15 To co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them.
- 4.16 To insure the property of the Company against any foreseeable risk and take out other insurance policies as are deemed necessary by the Committee of Management to protect the Company.
- 4.17 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or

she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).

- 4.18 To use any part of the property of the Company for the purpose of holding or conducting meetings, lectures, exhibitions, concerts or seminars designed to promote further the objects of the Company.
- 4.19 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 4.20 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- 4.21 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 4.22 To undertake and execute any trust the undertaking whereof may seem desirable whether either gratuitously or otherwise.
- 4.23 To accept, hold and receive and retain any gifts or loans of real or personal property given, devised or bequeathed by any person and to employ the same for the purposes of the Company.
- 4.24 To enter into agreements including royalty agreements with third parties for the benefit of the Company.
- 4.25 Subject to clause 6, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 4.26 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the Company or on its behalf by a reputable pension provider registered with and supervised by the relevant State bodies and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- 4.27 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 4.28 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- 4.29 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

- 4.30 To apply for, purchase or otherwise acquire any patents, brevets d 'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 4.31 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 4.32 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.33 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 5 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.
- 4.34 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- 4.35 To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 4.36 To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Objects.
- 4.37 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Objects.
- 4.38 To establish and maintain links with international and national organisations having similar objectives.
- 4.39 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Objects.
- 4.40 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 4.41 To do all such other things as may be deemed incidental or conducive to the attainment of the charitable objects of the Company.

PROVIDED THAT:

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;

- (b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

5. **Income and Property**

- 5.1 The income and property of the Company shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.
- 5.2 No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
- 5.3
- (a) reasonable and proper remuneration to any member or employee of the Company (not being a Director) for any services rendered to the Company;
 - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
 - (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.
 - (f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

6. **Limited Liability**

The liability of the members is limited.

7. **Winding Up**

7.1 Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one Euro and 27 cents (€1.27).

7.1 If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof. Members of the Company shall select the relevant institution or institutions which meet the requirements of paragraph (b) of sections 971(1) or 1180(1) of the Companies Act 2014, at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section

that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

8. **Keeping of Accounts**

Annual audited accounts shall be kept and made available to the Revenue Commissioners on request and to the Charities Regulator with its annual report.

9. **Additions, alterations or amendments**

The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received. Furthermore, no addition, alteration or amendment should be made to the objects of the Foundation, such that there would be non-compliance with the requirements of sections 1180 (1) (a) and (b) (Companies Limited by Guarantee), as provided for in the provisions of the constitution for the time being in force unless the same have been previously submitted and approved by the Register of Companies.

10. **Definitions**

Words and phrases used in this Memorandum of Association have the same meanings as are ascribed to them in the Articles of Association of the Company unless the context otherwise requires and the other provisions as to interpretation set out in the Articles of Association shall apply as if set out in this Memorandum of Association.

ARTICLES OF ASSOCIATION

Preliminary

1. In these Articles the following terms shall have the following meanings:

“**Act**”, the Companies Act 2014;

“**Articles**”, these Articles of Association as from time to time altered by resolution of the Company;

“**Auditors**”, the auditors for the time being of the Company;

“**Board of Directors**” or “**Board**”, means the board of directors of the Company as constituted from time to time;

“**Board Regulations**”, the meaning given to the term in Article 113;

“**clear days**”, in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“**Committee of Management**”, or “**Committee**”, the Board of Directors;

“**Company**” means the above named Company.

“**Company Secretary**”, any person appointed to perform the duties of the secretary of the Company, including an assistant or deputy company secretary;

“**Directors**”, the directors for the time being of the Company or the directors present at a meeting of the board of directors and includes any person occupying the position of director by whatever name called, and “**Director**” shall mean each or any of them as the context may require;

“**Executive Director**”, any person engaged to perform the duties of the executive director of the Company, as outlined in the Board Regulations (if any), but who for the avoidance of doubt is not a Director;

“**Gap Year**”, the meaning given to the term in Article 60;

“**members**”, those individuals whose names appear in the Register of Members, and “**member**” shall mean each of them;

“**Memorandum**”, the Memorandum of Association of the Company as amended from time to time;

“**M&A**”, the Memorandum and Articles;

“**Office**”, the registered office for the time being of the Company;

“**Register of Members**”, the register of members of the Company to be kept as required by the Acts;

“**Seal**”, the common seal of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in visible form.

2. In this Constitution:

(a) The words “**Board**”, “**Board of Directors**”, “**Committee of Management**” and “**Committee**” are interchangeable.

- (b) For the avoidance of doubt, a member of the Committee of Management is also known as a Director.
- (c) Unless the context otherwise requires, words or expressions contained in the M&A bear the same meaning as in the Acts (or in any statutory modification thereof) as in force on the date when the M&A became binding on the Company.
- (d) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, digitalised and any other modes of representing or reproducing words in a visible form. The expression "executed" shall include any mode of execution whether under seal or under hand.
- (e) The headings and captions included in the M&A are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of the M&A.
- (f) Unless the context otherwise requires, words importing any gender shall include all genders, and the singular number shall include the plural, and vice versa, and words importing persons shall include firms or companies.

Members

- 3. For the purposes of registration the number of members of the Company is taken to be two but the Company may from time to time register an increase of members.
- 4. The members of the Company shall be
 - i) the subscribers to the Memorandum of Association and
 - ii) such other persons as the Directors shall from time to time admit to membership and as shall sign a written consent to become a member.

Rights of Members

- 5. Membership of the Company is not transferable and shall cease:-
 - (a) on the member's death or bankruptcy;
 - (b) if the member resigns by serving notice in writing to the Directors of the Company at its registered office.

General Meetings

- 6. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Directors and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and so long as the Company holds its first annual general meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.
- 7. All general meetings other than annual general meetings shall be known as extraordinary general meetings.
- 8. Directors may, whenever they think fit, convene an extraordinary general meeting.

9. If, at any time, there are not sufficient directors capable of acting to form a quorum, any Director of the Company or any member of it may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
10. The Directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10% of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.
11. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
12. If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.
13. Any reasonable expenses incurred by the requisitionists by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitionists by the company and any sum so repaid shall be retained by the company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.
14. For the purposes of Articles 10 to 13, the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.
15. A meeting convened under Articles 10 or 12 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.
16. The chairperson of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
17. If at any meeting no director is willing to act as chairperson or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
18. The chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. Unless a poll is demanded in accordance with Article 38, at any general meeting:
 - (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
 - (b) a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
20. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

21. Subject to section 193 of the Act (as modified by section 1208 of the Act) a resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. Any such resolution in writing may consist of several documents in like form each signed by one or more members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, this statement shall be prima facie evidence that it was signed by him or her on that date.

Notice of General Meetings

22. A meeting of the Company, other than an adjourned meeting, shall be called:
- (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
 - (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice
23. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 22, be deemed to have been duly called if it is so agreed by:
- (a) all the members entitled to attend and vote at the meeting; and
 - (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.
24. Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.
25. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
26. The notice of a meeting shall specify:
- (a) the place, date and time of the meeting;
 - (b) the general nature of the business to be transacted at the meeting;
 - (c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
 - (d) with reasonable prominence a statement that:
 - (i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;
 - (ii) a proxy need not be a member;

(iii) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

27. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

Proceedings at General Meetings

28. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the financial statements of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.
29. No business shall be transacted at any general meeting unless a quorum is present.
30. A quorum shall consist of such number of Members as represents half of the total number of Members at that time (rounded up to the nearest whole number) present in person, or by proxy, or (being corporations) present by a representative.
31. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
32. The chairman, if any, of the Committee of Management, shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if at any meeting he is not present within 15 minutes after the time appointed for holding the meeting, or is unwilling to act as chairman, the vice chairman, if any, of the Committee of Management if he is present and willing to act shall be chairman of the meeting, failing which the Directors present shall choose one of their number to be chairman of the meeting.
33. If at any meeting no Director is willing to act as chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman of the meeting.
34. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
35. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the chairman of the general meeting; or
 - (b) by at least three Members present in person or by proxy; or
 - (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or

Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive

evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

36. Except as provided in Article 38, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
37. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
38. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.
39. A resolution in writing (other than one in respect of which extended notice is required by the Act to be given) signed by all the Members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and, if described as a special resolution, shall be deemed to be a special resolution within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more Members for the time being entitled to attend and vote on such resolution at general meeting (or being bodies corporate by their duly appointed representatives).

Votes of Members

40. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote.
41. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.
42. Votes may be given either personally or by proxy. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

Proxies

43. A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
44. The instrument appointing a proxy (the "Instrument of Proxy") shall be in writing –
 - (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
45. The Instrument of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered

office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time:-

- (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll, 48 hours before the time appointed for the taking of the poll.

- 46. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.
- 47. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

Irish Georgian Foundation (the “Company”)

[Name of member] (the “Member”) of [Address of Member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:-

Voting instructions to proxy

(Choice to be marked with an “X”)

| Number or description of resolution: | In Favour | Abstain | Against |
|--------------------------------------|-----------|---------|---------|
| 1. | | | |
| 2. | | | |
| 3. | | | |

Unless otherwise instructed, the proxy will vote as he or she thinks fit.

Signature of Member.....

Dated [date]

Voting on a Poll

- 48. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
- 49. A demand for a poll may be made by:

- (a) the chairperson of the meeting;
- (b) at least three members present in person or by proxy;
- (c) any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.

50. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 38, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded
51. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.
52. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.
53. The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Articles 50 and 51, a demand by a person as proxy for a member shall be the same as a demand by the member.
54. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes:-
- (a) use all his or her votes; or
 - (b) cast all the votes he or she uses in the same way.

Patrons

55. The Directors may appoint and remove any individual(s) as patron(s) of the Company and on such terms as they shall think fit. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Company as if a Member of the Company and shall also have the right to receive accounts of the Company when available to members of the Company.

Committee of Management (Board of Directors)

56. The Committee of Management shall consist of not less than 2 nor more than 20 Directors (one of whom shall be the Chairman for so long as any Chairman is appointed).
57. A person shall be eligible to be a Director only for so long as he is a Member.
58. No remuneration shall be payable to the Directors. Reasonable and proper out-of-pocket expenses incurred by any Director in connection with his attendance to any matter affecting the Company may be paid in accordance with Board Regulations.
59. A Director shall hold office for a term of three (3) years and unless his office is vacated in accordance with Articles 63 or 66 he shall be deemed to retire at the first annual general meeting after the third anniversary of his appointment. Such Director shall be eligible for re-election for a further single consecutive term of three (3) years and unless his office is vacated in accordance with Articles 63 or 66 he shall be deemed to retire at the third annual general meeting after his re-election. No Director shall serve for in excess of two (2) consecutive terms of office.

60. A retiring Director shall be eligible for re-election after one year (the “**Gap Year**”). If a retiring Director is re-elected to the Committee of Management following his Gap Year, he shall once again be subject to the provisions of Article 59.
61. The Company may from time to time by ordinary resolution increase or reduce the number of Directors.
62. The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.
63. The Company may, by ordinary resolution, of which extended notice has been given in accordance with Section 146 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
64. The Company may, by ordinary resolution, appoint another person in place of a Director removed from office under Article 63. Without prejudice to the powers of the Directors under Article 67 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.
65. No person may be appointed as a Director:
 - (a) unless he has attained the age of 18 years;
 - (b) unless he is a Member; or
 - (c) in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of the Articles.

Disqualification of Directors

66. In addition to the circumstances set out in section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

Powers of Directors

67. The business of the Company shall be managed by the Directors who may exercise all the powers of the Company as are not, by the Acts or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act and to such directions, being not inconsistent with the aforesaid regulations or provisions, as may be given by the Company in general meeting; but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given. A meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
68. The continuing Directors or a sole continuing Director may act despite any vacancies in their number but while there are fewer Directors than required for a quorum the Directors may only act for the purpose of increasing the number of Directors or of summoning a general meeting of the Company.
69. All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.
70. Subject to the Articles the Directors may regulate their proceedings as they think fit.

Power to Borrow

71. The Directors may without any limitation as to amount exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Powers of Attorney

72. The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

Notice of Meetings of the Committee of Management

73. Meetings of the Committee of Management are normally convened by the Chairman but 2 Directors may (and the Company Secretary shall at the request of 2 Directors) call a Committee of Management meeting.
74. A Committee of Management meeting shall be called by at least 7 clear days' notice unless urgent circumstances require shorter notice, or unless all the Directors entitled to attend and vote at that meeting agree to shorter notice.
75. Every notice calling a meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.

Quorum

76. The quorum for Committee of Management meetings shall be such number of Directors as represents half of the total number of Directors at that time (rounded up to the nearest whole number) PROVIDED THAT the quorum shall never be less than 2 Directors.

Votes

77. Questions arising at a meeting shall be decided by a majority of votes. If there is an equality of votes the Chairman shall be entitled to a second or casting vote.

Conflicts of interest

78. A director shall not vote in respect of any contract or arrangement in which he is so interested, and if he shall so vote, his vote shall not be counted, nor shall he be counted in the quorum present at the meeting but neither of these prohibitions shall apply to:
- (a) any arrangement for giving any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company; or
 - (b) any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which the director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) any contract by a director to subscribe for or underwrite shares or debentures of the company; or
 - (d) any contract or arrangement with any other company in which he is interested only as an officer of such other company or as a holder of shares or other securities in such other company;

and these prohibitions may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction by the company in general meeting.

Virtual Meetings

79. Any Director or alternate Director may participate in a meeting of the Directors or any committee of the Directors by means of conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other speak and such participation in a meeting shall constitute presence in person at the meeting. The same requirements shall apply to other sub committees and working groups.

Other Appointments

80. The Directors may at any time and from time to time by resolution appoint any one or more persons (not being Directors) to a position with an appropriate and agreed title or designation. Subject as provided in this Article, such appointment shall be on such terms as the Directors shall decide but the Directors shall be entitled by resolution to revoke such appointment at any time. No such appointment or revocation shall amount to the employment of such person by the Company and the revocation of any such appointment shall not entitle such person to any claim against the Company. Any person appointed to any such position in accordance with this Article shall not be a Director or have any of the rights or be under any of the obligations of a Director nor shall his title or designation be taken or deemed to imply that the holder thereof is a Director or authorised or empowered to act as one. Any person appointed to any such position in accordance with this Article shall not be entitled to notice of or to attend any meeting of the Committee of Management but he or she shall attend if so requested by the Committee of Management.

Irregularities

81. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Act.

Minutes

82. The Directors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions of the Company and of the Directors; and
 - (d) of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

Written Resolution of the Directors

83. A resolution in writing shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, provided the following conditions are complied with:
- (a) a written resolution must be signed by all of the Directors; and
 - (b) the date of a written resolution shall be the date on which the last Director signs.

84. A written resolution may consist of several instruments in like form each signed by one or more Directors.

Delegation of Directors' Powers

85. The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
86. The Directors may delegate any of their powers or functions to any committee or sub-committee or working group for the implementation of any of their resolutions and day to day management of the affairs of the Company to any person, committee, sub-committee or working group in accordance with the conditions set out in these Articles.

Delegation to Committees or Working Groups

87. In the case of delegation to committees, sub-committees or working groups:
- (a) the resolution making that delegation shall specify those who shall serve or be asked to serve on such committees, sub-committees or working groups (although the resolution may allow the committees, sub-committees or working groups to make co-options up to a specified number);
 - (b) the composition of any such committees, sub-committees or working groups shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify;
 - (c) the Directors shall appoint the chairman of each committee, sub-committee or working group and the so appointed chairman shall make a report to Board on an annual basis;
 - (d) the deliberations of any such committee, sub-committee or working group shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee or working group shall be reported promptly to the Directors and for that purpose every committee, sub-committee or working group shall appoint a secretary who shall keep minutes of the deliberations;
 - (e) all delegations under this Article shall be variable or revocable at any time;
 - (f) the Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee, sub-committee or working group as they may from time to time think fit; and
 - (g) no committee, sub-committee or working group shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.
88. For the avoidance of doubt, the Directors may delegate all financial matters to any committee, sub-committee or working group and may empower such committee, sub-committee or working group to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director.
89. The meetings and proceedings of any committee, sub-committee or working group shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as applicable and not superseded by any regulations made by the Directors.

Delegation of Day-to-Day Management Powers

90. The Directors may delegate certain of their powers and authorities to the Executive Director. Further details in relation to this delegation of powers and authorities (if any) shall be set out in the Board Regulations.

Chairman

- 91.1 The Directors may appoint one of their number to be the Chairman of the Committee of Management and may at any time remove him from that office. The Chairman may be elected for a maximum term of three years following which he may be re-elected for a further term of three years. He may not hold office for more than two consecutive terms of three years. For the avoidance of doubt, no person shall be Chairman who is not also at that time a Director. Notwithstanding any other provision of these Articles, a person elected as Chairman may not, at the same time, hold office as Vice-Chairman of the Committee of Management.
- 91.2 A Director appointed to the position of Chairman shall not be subject to the provisions of Article 59 for so long as he is appointed to that position.

Vice-Chairman

92. The Directors may appoint one of their number to be the Vice-Chairman of the Committee of Management and may at any time remove him from that office. The Vice-Chairman shall perform the duties of the Chairman in his absence or incapacity. The Vice-Chairman may be elected for any length of time not exceeding a maximum term of three years following which he may be re-elected for a further term of three years. He may not hold office for more than two consecutive terms. For the avoidance of doubt, no person shall be Vice-Chairman who is not also at that time a Director.
93. If at any meeting of the Committee, neither the Chairman nor the Vice-Chairman shall be present at the time appointed for the commencement of business, or within ten minutes thereof, the Directors present shall choose another Director to be Chairman of such meeting.

President

94. The Committee of Management shall appoint a 'President of the Irish Georgian Society'. The term of office of the President of the Irish Georgian Society shall be three years from the date of appointment. The term of office may be extended by the IGF Committee of Management for an additional three years with a maximum length of service of three terms of three years permitted.
- The Irish Georgian Society is an unincorporated body of which the IGF has legal, financial and administrative responsibility. The IGF is responsible for the Irish Georgian Society's affairs including the provision of membership services.
95. The President of the Irish Georgian Society, upon his appointment to that office, may be invited, at the discretion of the Committee of Management, to be appointed as a Director for the duration of his term.
96. Where the President of the Irish Georgian Society is a Director of the Company, he shall perform such duties as may be set out by the Directors in Board Regulations. The provisions of Article 59 shall not apply to the President of the Irish Georgian Society for so long as he holds that office. If he ceases to be the President of the Irish Georgian Society he shall automatically vacate the office of Director.

Company Secretary

97. The Directors shall appoint a Company Secretary who need not be a member of the Company or a Director. The Company Secretary may be elected for a maximum term of three years following which he may be re-elected for a further term of three years. He may not hold office for more than two consecutive terms PROVIDED THAT the Committee of Management may, in its absolute discretion extend this for a further two consecutive terms. The position is not remunerated.
98. The Directors may appoint a Deputy Company Secretary who need not be a member of the Company or a Director and any provision in these Articles requiring or authorising a thing to be done by or to the Company Secretary shall be satisfied by it being done by or to the Deputy Company Secretary. The Deputy Company Secretary may be elected for a maximum term of three years following which he may be re-elected for a further term of three years. He may not hold office for more than two consecutive terms PROVIDED THAT the Committee of Management may, in its absolute discretion extend this for a further two consecutive terms. The position is not remunerated.

99. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

Treasurer

100. The Directors may appoint one of their number to be the Treasurer of the Committee of Management and may at any time remove him from that office. The Treasurer may be elected for a maximum term of three years following which he may be re-elected for a further term of three years. He may not hold office for more than two consecutive terms PROVIDED THAT the Committee of Management may, in its absolute discretion extend this for a further two consecutive terms. The position is not remunerated. For the avoidance of doubt, no person shall be Treasurer who is not also at that time a Director.
101. A Director appointed to the position of Treasurer shall not be subject to the provisions of Article 59 for so long as he is appointed to that position.
102. The Directors may appoint a Deputy Treasurer, who need not be a member of the Company or a Director, and any provision in these Articles requiring or authorising a thing to be done by or to the Treasurer shall be satisfied by it being done by or to the Deputy Treasurer. The Deputy Treasurer may be elected for a maximum term of three years following which he may be re-elected for a further term of three years. He may not hold office for more than two consecutive terms PROVIDED THAT the Committee of Management may, in its absolute discretion extend this for a further two consecutive terms. The position is not remunerated.

Auditors

103. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

Seal

104. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be
- (a) signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and
 - (b) be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

Financial Records and accounts

105. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
106. The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.
107. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or

accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.

108. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
109. A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

Notices

110. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.

Indemnity

111. Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him while acting in good faith and in the performance of his functions as a director but only to the extent permitted by the Act; and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him while acting in good faith and in the performance of his functions as a director, but only to the extent permitted by the Act.

Winding-up

112. The provisions of Clause 7 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in the Articles.

Board Regulations

113. The Directors shall have power from time to time to make, repeal or alter regulations (the "**Board Regulations**") as to the management of the Company and its affairs, as to the duties of any officers or employees of the Company, as to the conduct of business of the Directors or any committee or working group and as to any of the matters or things within the powers or under the control of the Directors provided that such regulations shall not be inconsistent with the Acts, the Memorandum, the Articles or any rule of law. All such Board Regulations so long as they are in force shall be binding upon all the members of the Company. Such Board Regulations shall be kept in a suitable register and shall be numbered for reference purposes.